

PETROLEUM SUPPLY COMPANY

5847 San Felipe
Suite 3300
Houston TX - 77057
713/789-1400 Tel
713/361-4342 Fax

*****REPRINT*****

P.O. Number	1345702-000 OP
P.O. Date	10/22/02
Branch/Plt	113000310
Chg Ord #	000
C.O. Date	

Shipped From	HYDRALIFT, INC. ATTN.: ROLF GULLAKSEN; F: 281-925-2801 14450 JFK BLVD HOUSTON TX 77032	Shipped To	Pride International MAD DOG 5847 San Felipe, Suite 3300 HOUSTON TX 77057
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Delivery Date -	07/01/03	Incoterms	See Below
Reference No -	MD010	Ship Via	-
Currency	-		
Ordered By	- METCALF, CRAIG L.		

LINE NO	DESCRIPTION/PART NUMBER	ORDERED	UNIT COST	U/M	EXTENDED AMT
1	Hydraulic Power Unit 1 x 75 GPM (3000/5000psi) HYDRAULIC/POWER/UNIT Hydraulic Power Unit Package includes: 3 ea. 75 GPM Pumps-3,000 psi 3 ea. 154 HP- 480V Electric motors 1 ea. 800 Gal. (600 gal. minimum) Stainless Steel Reservoir 1 ea. Titanium Radiator heat Exchangers with Circulation pump. 1 ea. Local start/stop control panel.	1	327059.250	EA	327,059.25
2	Smart Start PLC Controls for auto pump sequencing Safe area rated Lead/Lag control Flow Sequencing Ethernet interface to MD-Totco driller's house Includes 800W x 600D x 2000H PLC 85 dba/Noise Isolation using pulsation dampeners and noise hoods. Noise hoods are bolted/hinged over HPU skid and positioned such to allow maintenance access to all components. FINE PARTICLE FILTRATION UNIT FILTRATION UNIT-HYL Reduce water and contamination in tank	1	7021.880	EA	7,021.88

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Shipped From HYDRALIFT, INC.
ATTN.: ROLF GULLAKSEN; F: 281-925-2801
14450 JFK BLVD
HOUSTON TX 77032

Shipped To Pride International
MAD DOG
5847 San Felipe, Suite 3300
HOUSTON TX 77057

Delivery Date -	07/01/03	Incoterms	See Below
Reference No -	MD010	Ship Via	-
Currency	-		
Ordered By	- METCALF, CRAIG L.		

LINE NO	DESCRIPTION/PART NUMBER	ORDERED	UNIT COST	U/M	EXTENDED AMT
3	EXPORT PACKING (LOT)	1	2625.000	EA	2,625.00
5	EXPORT Ventilation FAN (for HPU enclosure) VENTILATION/FAN For HPU enclosure to circulate outside air into noise hood. ***** Contract shopping list item no.: 2 Vendor Supplied Documentation: 1. See Hydraulift Quotation 2. Hydraulift VDRL Vendor general arrangement drawings: 1. PD1110-G0023 Rev B -HPU GA 2. PD1110-H0003 Rev B -GA Shipping weight: approx. 10,000 kg (22,046lbs) dry By acceptance of this Purchase Order, Seller agrees to and shall be bound by all parts of this Purchase Order, including all attachments hereto.	1	2149.690	EA	2,149.69
<hr/>					
Prepared By: Craig Metcalf Project Manager Approval: _____ Vendor Acknowledgement: _____ Equipment Completion Date (Ex-works Factory): _____					

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	ATTN.: ROLF GULLAKSEN; F: 281-925-2801		MAD DOG
	14450 JFK BLVD		5847 San Felipe, Suite 3300
	HOUSTON TX 77032		HOUSTON TX 77057

Delivery Date - 07/01/03	Incoterms	See Below
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Ordered By - METCALF, CRAIG L.		

LINE NO	DESCRIPTION/PART NUMBER	ORDERED	UNIT COST	U/M	EXTENDED AMT
	July 01,2003				
	Definitions: Buyer and company shall refer to the entity initiating this purchase order. Seller, contractor, vendor and supplier shall refer to the corporation, partnership, joint venture or individual accepting this purchase order.				
	Ship loose items: All packing shall provide the contents with adequate protection for U.S. domestic transportation handling.				
	Purchase Order Acknowledgement: Seller will sign and return the buyer's purchase order acknowledgement form at the purchase order issue meeting or by mail if no meeting is arranged. A copy of the fully executed purchase order will be retained by buyer and seller.				
	Effective date of the purchase order: The effective date of this purchase order is December 03,2002. This purchase order was awarded to Hydralift on 3rd day of December, 2002.				
	Purchase Order Contacts: Upon execution of this purchase order, Craig Metcalf, will become the primary contact for all communication/ correspondence regarding this order. Craig Metcalf can be				

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Ordered By	- METCALF, CRAIG L.		

LINE NO	DESCRIPTION/PART NUMBER	ORDERED	UNIT COST	U/M	EXTENDED AMT
	<p>contacted as follows: Office Number: 713-361-4340 ex. 2656; Fax: 281-313-9107 Email: cmetcalf@prideinternational.com</p> <p>Trevor Smith (Project Technical Lead Engineer) shall be copied on all technical correspondence regarding this purchase order. Contact information is as follows: Office Number: 713-361-4340 ex. 2607; Fax: 281-313-9107; Email: tsmith@prideinternational.com</p> <p>Drawings and vendor data: All drawings and vendor data transmittals regarding this purchase order shall be identified with the purchase order number, equipment tag number (s), vendor data requirements form item number (identified as partial or complete for that item number), and sufficient other information to assure quick and easy reference. All drawings and vendor data shall be addressed to:</p> <p>Pride International Attn: Craig Metcalf Reference: Mad Dog Project One Sugar Creek Blvd, Suite 600 Sugar Land, Texas 77478</p> <hr/> <p>Vendor Documentation Submittals:</p>				

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Ordered By	- METCALF, CRAIG L.		

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	<p>All blueprints, drawings, etc. prepared or constructed by seller and paid for by buyer shall be buyer's property. As such, buyer reserves the right to make and provide copies, or scanned images (both internally and externally) of such data furnished by seller for the purpose of information, review, or final documentation manuals, solely as needed, to meet the requirements of the project. It is intended that buyer will request all required number of copies, however, if company requires limited additional copies to meet the requirements of the project, seller waives copyrights applicable to materials submitted and assumes all responsibility and liability regarding the reproduction of data by buyer. Seller shall provide this waiver on the document transmittal form for all copyright documentation.</p> <p>-----</p> <p>Weight Management: Seller shall use best efforts to not exceed the specified weight for the equipment. Any knowledge of weight increase shall be sent in writing as soon as the increase has been verified.</p> <p>-----</p> <p>Progress Reporting: In accordance with the "Instructions to Bidders", within 21 days of acceptance of the Order by Hydralift, Hydralift must provide and deliver to Pride Offshore a level 1 production schedule for approval and/or comment. Any comments made by Pride Offshore must be incorporated by Hydralift into such production schedule.</p>				

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	<p>The approved schedule, or the schedule incorporating Pride Offshore's comments, as the case may be, will be the "Production Schedule". Detailed planning, based on the Production Schedule, must be provided and delivered by Hydralift to Pride Offshore as soon as is reasonably possible.</p> <p>Hydralift must provide and deliver to Pride Offshore every two weeks detailed production progress reports (on 7th and 22nd of each month) setting out such information as Pride Offshore may require, including as a minimum:</p> <ul style="list-style-type: none"> (a) Work performed in the past 2 weeks; (b) Work to be performed in the next 2 weeks; (c) Actual progress of the work against the Progress Schedule; (d) Any actual or envisaged event or thing which may possibly have an effect on the performance by Hydralift, Inc. of its obligation under the Purchase Order (including without limitation the attainment of the Delivery Date). (e) Hydralift, Inc. Production Schedule due December 22, 2002 (f) Hydralift, Inc. Progress Report due: The 7th and 22nd of each month beginning on January 07, 2002. <p>Progress reports will be sent to the attention of</p>				

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	<p>the Project Procurement Manager, Craig Metcalf (cmetcalf@prideinternational.com), with a copy to the Planning and Risk Analysis Manager, Jean-Christophe Guibet-Lafaye (jcguiberlafaye@prideinternational.com) and the Project Expediting Coordinator, Jeffrey L. Bowman (jlbowman@prideinternational.com). Progress reports shall be in the form of a production schedule bar chart with percentage of completions or date table that shows the initial sequence of activities, baseline (fixed) completion date for each activity and the current forecast or actual completion date for the activity. Activities as a minimum should include the following:</p> <ol style="list-style-type: none"> 1. Engineering deliverables including calculations, drawings, procedures, scheduled release of approval drawings, and scheduled release of work to shop. 2. The placement and scheduled shipment of materials ordered from others by vendor's purchase order number. 3. Transmittal of unpriced purchase orders for major components is to be included in this report. 4. Work in the shop including manufacturing, inspection, and testing up to and including shipment of all equipment. <p>Invoice Instructions: Mail orginal and one (1) copy all invoices to buyer's</p>				

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LINE NO	DESCRIPTION/PART NUMBER	ORDERED	UNIT COST	U/M	EXTENDED AMT
	<p>invoice address listed on page 1 of this purchase order. Purchase order number, item number, unit of measure, extension and total prices must appear on all invoices. Invoices must denote "partial" or "final" invoice. In order for payment to be made, all invoices must include the following information:</p> <ul style="list-style-type: none"> 1. Pride Purchase Order number and all lines items on the invoice 2. Quantity for each item 3. Equipment description 4. Net price per item and extended total value per item <hr/> <p>Performance Guarantee: Seller guarantees that equipment provided will perform in accordance with agreed to operating parameters established between buyer and seller.</p> <hr/> <p>Document Reference: Hydralift, Inc. Quotation No. PD22044 rev 3, dated 23-June, 2002 Pride Specification 1430-60-ME-SP-0019 Rev 1 Applicable BP/Mad Dog Contract BPA-02-06080 (Attachment A2) Specifications provided to Hydralift Inc.: Hydralift exceptions to the BP and Pride specifications are noted in the Pride spec. 1430-60-ME-SP-0019 Rev 1.</p> <p>1400-20-CO-SP-8050 REV 0 1400-20-PI-SP-3202 REV 0 1400-20-CO-SP-8060 REV 0 1400-20-PI-SP-3204 REV C</p>				

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Ordered By - METCALF, CRAIG L.		

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	1400-20-EL-SP-4004 REV 0	1400-20-PI-SP-3210 REV 0			
	1400-20-GE-SP-0100 REV 0	1400-20-QA-SP-9001 REV 0			
	1400-20-IC-RP-5070 REV C	1400-60-ME-IR-9101 REV A			
	1400-20-IC-SP-5102 REV 0	1400-20-ST-SP-1016 REV O			
	1400-20-IP-SP-3200 REV 0				
<hr/>					
Terms and Conditions of Sale: Pride International Terms and Conditions of Purchase will apply and are not negotiable.					
<hr/>					
Milestone Payment Terms: Seller shall invoice buyer for the amount due in accordance with this purchase order and the milestone payment schedule and in the manner set out for milestone payment procedure. Seller's invoices shall be accompanied by buyer's certificate of milestone completion, the milestone no., and buyer's shipment release. Seller shall notify buyer on completion of a milestone by submitting a notification of milestone completion within five (5) working days of receipt of such notification, buyer shall either: A) Issue a certificate of milestone completion to seller, Or B) Notify the seller that in the opinion of buyer the seller has not satisfactorily completed the activities referred to in seller's notification and buyer shall substantiate this with reason(s). In this event, the seller shall not be entitled to invoice buyer for the portion of the lump sum					

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	<p>price relating to the milestone. The seller shall resubmit correct all deficiencies and having done so shall to buyer notification in accordance with the above After receipt from buyer of a certificate of milestone completion, the seller shall invoice for the amount due. Milestones shall become payable in sequence.</p> <p>Net cash (30) days to the following payment schedule: 20% due upon issuance of the purchase order. 30% due upon Pride receipt/acceptance of VDRL class 2 documentation and Pride verification/acceptance of in-process fabrication. 40% due upon Pride verification/approval of FAT and relevant documentation. 10% due upon Pride receipt/acceptance of Final Vendor Documentation.</p> <p>Inspection: This equipment shall be subject to inspection by the company or its nominated representatives. By acceptance of this purchase order and with proper notice, access is granted to seller's facilities and the facilities of its sub-vendors, for the purpose of field expediting. Communications regarding buyer's field expediting shall be directed to the attention of the Project Procurement Manager, Craig Metcalf with a copy to the QA/QC Manager, John Pickles. (jpickles@prideinternational.com)</p>				

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ATTN.: ROLF GULLAKSEN; F: 281-925-2801
14450 JFK BLVD
HOUSTON TX 77032

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MAD DOG
5847 San Felipe, Suite 3300
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Ordered By	- METCALF, CRAIG L.		

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Expediting: This equipment shall be subject to expediting by the company or its nominated representative. By acceptance of this purchase order and with proper notice, access is granted to seller's facilities and the facilities of its sub-vendors, for the purpose of field expediting. Communications regarding buyer's field expediting shall be directed to the attention of Craig Metcalf.					
Inspection Release And Shipping: Seller shall only release the purchase order for shipment following issuance of a buyer's release to ship notice. Seller shall prepare a fully detailed packing list clearly showing the following:					
Project: Pride/BP Mad Dog Purchase Order Number _____ Number of crates/pallets/boxes _____ PO item and total quantities in each of the crates/pallets/boxes _____ Weight and dimensions of each crates/pallets/boxes _____ A copy of the fully detailed packing list in a waterproof enclosure will be visibly attached to each crate/item. All packing shall provide the contents with adequate protection for U.S. domestic transportation handling.					

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	The fully detailed packing list and copy of the release to ship notice shall be faxed to Jim Morgan, Morgan Export, Inc. at the Pride Office in Corpus Christi, Texas at fax number 361-299-3780.				
	Shipping Address and Marking: All crates and loose items shall be clearly marked with the following: Project: Pride Offshore/BP Mad Dog c/o Bay Limited 1414 Corn Products Road Corpus Christi, Texas 78409 Purchase Order Number _____ Item No. _____				
	Change Order Management: Any change orders shall be mutually agreed to in writing. Authorization for technical or commerical changes must come from Pride Project Technical Lead Engineer and the Project Procurement Manager. Buyer will adjust future progress payments to incorporate change orders as they occur.				
	Material Origin: All materials shall be new and unused. Use of materials manufactured or imported from other than the United States, are permitted from France, Germany, Japan, Netherlands,				

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